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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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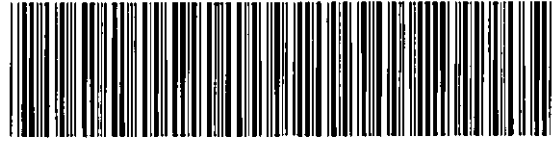
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THE NINTH JUDICIAL CIRCUIT  
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TALLAHASSEE, FL 32301  
P: 866.625.0838  
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COGENCYGLOBAL.COM

Account#: 120000000088

Date: 04/05/2023

Name: Merritt Walker

Reference #: 1957756

Entity Name: BYS INTERNATIONAL VILLAS CORP.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other \_\_\_\_\_

Authorized Amount: \$70

Signature: *mw*

**ARTICLES OF INCORPORATION  
OF  
BYS INTERNATIONAL VILLAS CORP.**

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
Name**

The name of the Corporation is **BYS INTERNATIONAL VILLAS CORP.**

**ARTICLE II  
Powers**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III  
Authorized Capital and Shares**

The Corporation is authorized to issue One Thousand (1,500) shares of common stock, with no par value.

**ARTICLE IV  
Address**

The address of the principal office of the Corporation is: 2730 SW 3<sup>rd</sup> Avenue, Suite 306, Miami, FL 33129.

The mailing address of the Corporation is: 2730 SW 3<sup>rd</sup> Avenue, Suite 306, Miami, FL 33129.

**ARTICLE V  
Registered Office and Agent**

The address of the Corporation's initial registered office is: 2730 SW 3<sup>rd</sup> Avenue, Suite 306, Miami, FL 33129, and the name of the initial registered agent at such office is Joao Raphael Teixeira Kossmann.

**ARTICLE VI  
Indemnification**

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise, by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was an officer of the Corporation; or (iii) is or was serving at the request of the Corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, against costs, charges, expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with such action,

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suit or proceeding and any appeal therefrom, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, the Board of Directors of the Corporation shall have, unless otherwise expressly prohibited by the Florida Business Corporation Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

The indemnification and advancement of costs, charges and expenses provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of costs, charges and expenses may be entitled under any law (common or statutory), agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Corporation, and shall continue as to a person who has ceased to be a director, or officer as to actions taken while he was such a director, or officer, and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification under this Article shall be deemed to be a contract between the Corporation and each director, or officer of the Corporation who serves or served in such capacity at any time while this Article is in effect.

Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction without the express prior written approval of the Board.

#### **ARTICLE VII Directors and Officers**

The initial officer(s) and/or director(s) of the Corporation is/are:

Title: Director, and President  
Joao Raphael Teixeira Kossmann  
2730 SW 3<sup>rd</sup> Avenue  
Suite 306  
Miami, FL 33301

#### **ARTICLE VIII Incorporator**

The name and address of the incorporator of the Corporation is Roberto Rodriguez Allen, Robert Allen Law, 1441 Brickell Avenue, Suite 1400, Miami, Florida 33131.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 5th day of April, 2023.

Decertified by:

Roberto Rodriguez Allen

Roberto Rodriguez Allen, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the Corporation, at the place designated in the Articles of Incorporation:

- (i) I agree to act in this capacity,
- (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and
- (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 5th day of April, 2023.

Decertified by:

Joao Raphael Teixeira Kossmann

By:

Joao Raphael Teixeira Kossmann

**Preparer:**

Roberto Rodriguez Allen, Esq.

Florida Bar No. 1003521

Robert Allen Law (see fictitious name filing for registered agent)

1441 Brickell Avenue, Suite 1400

Miami, FL 33131

Phone (305) 372-3300

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